

CAPITAL FOR COLLEAGUES PLC

(the "Company")

(Registered and incorporated in England and Wales with Company number 08717989)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the 8th Floor 111 Piccadilly, Manchester M1 2HY on 28th February 2017 at 11 a.m. for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions ("**Resolutions**"), each of which will be proposed as an ordinary resolution:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 August 2016 together with the last directors' report and the auditors' report on those accounts.
2. To re-elect Richard Bailey, as a director of the Company, who is retiring by rotation.
3. To re-appoint haysmacintyre as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.

Special Business

To consider and, if thought fit, pass Resolution 4 which will be proposed as an ordinary resolution and Resolution 5 which will be proposed as a special resolution:

4. **THAT**, in accordance with section 551 of the Companies Act 2006 (the "**Act**") the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £2,887,000 representing approximately 75% of the Company's current issued share capital, provided that this authority shall, unless duly renewed, varied or revoked by the Company, expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

5. **THAT**, subject to the passing of Resolution 4, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 4, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 5.1 the allotment of equity securities in connection with an offer by way of a rights issue:
 - 5.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 5.1.2 to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

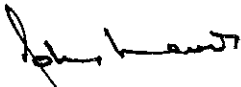
but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange;

- 5.2 the allotment (otherwise than pursuant to sub-paragraph 5.1) of equity securities up to an aggregate nominal amount of £2,887,000 representing approximately 75% of the Company's current issued share capital,

provided that the power granted by this Resolution will expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution 5 revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

BY ORDER OF THE BOARD



John Lewis
Company Secretary

Registered Office:
8th Floor
111 Piccadilly
Manchester
M1 2HY

1st February 2017

**CAPITAL FOR COLLEAGUES PLC
(the "Company")**

PROXY FORM

ANNUAL GENERAL MEETING

Before completing this form, please read the explanatory notes below

I/We the undersigned of being the holder(s) of ordinary shares of 40p each in the capital of the Company hereby appoint the Chairman of the Meeting or (see Note 1 overleaf)

..... as my/our proxy to attend, speak and vote in respect of all / ordinary shares (see Note 4 overleaf) held by me/us on my/our behalf at the Annual General Meeting of the Company to be held at the Company's registered offices being the 8th Floor, 111 Piccadilly, Manchester M1 2HY on 28th February 2017 at 11 a.m. and at any adjournment of the meeting.

I/We direct that my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

		For	Against	Vote withheld
ORDINARY BUSINESS				
1.	To adopt the Company's accounts for the financial year ended 31 August 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-elect Richard Bailey, as a director of the Company, who is retiring by rotation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-appoint haysmacintyre as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS				
4.	To authorise the directors of the Company to allot ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To authorise the directors to disapply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Dated: 2017

Please tick here if this proxy appointment is one of multiple appointments being made:
For the appointment of more than one proxy, please refer to Note 4 overleaf.

Notes to the proxy form:

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, delete the words "the Chairman of the Meeting or" and insert the full name of the proxy preferred and initial the alteration. If you fail to initial the alteration, or if you sign and return this proxy form without a name inserted for the proxy, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you will be responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered Capital for Colleagues plc, 8th Floor, 111 Piccadilly, Manchester M1 2HY; and
 - received by Capital for Colleagues plc no later than 48 hours before the AGM i.e. by 11 a.m. on 26th February 2017
7. In the case of a member who is an individual, this proxy form must be executed by the individual or his attorney.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.

Explanatory Notes:

Appointment of proxies

1. As a member you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the Form of Proxy.

Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Capital for Colleagues plc, 8th Floor 111 Piccadilly, Manchester M1 2HY; and
 - received by Capital for Colleagues plc, 8th Floor 111 Piccadilly, Manchester M1 2HY no later than 11 a.m. on 26th February 2017

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact John Lewis at Capital for Colleagues plc, 8th Floor 111 Piccadilly, Manchester M1 2HY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

7. In order to revoke a proxy instruction, you will need to inform the Company using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capital for Colleagues plc, 8th Floor 111 Piccadilly, Manchester M1 2HY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capital for Colleagues plc, 8th Floor 111 Piccadilly, Manchester M1 2HY no later than 11 a.m. on 26th February 2017

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Documents on display

8. The following documents will be available for inspection at the registered office of the Company on any weekday (excluding public holidays) during normal office hours from the date of this Notice until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:
- a copy of the service contract of executive director of the Company.
 - copies of the letters of appointment of the non-executive directors of the Company.